

BY-LAWS

Name

The name of the Corporation is CORNWALL AND AREA WATERSHED GROUP INC. (hereinafter the "Corporation").

Definitions

(a) "**Area**" shall mean the Cornwall Watershed, more particularly the area of land containing the Hyde Creek Watershed and the North River Watershed, including natural waterways and aquifers within Cole's Brook, Warren's Creek, Watt's Creek, Milton's Creek and North River, Prince Edward Island, and generally all the waterways and all lands that are in the boundaries defined by each watershed mentioned;

(b) "**Board**" shall mean the Board of Directors of this Corporation; and

(c) "**Bylaws**" shall mean the bylaws of this Corporation as amended from time to time.

1. Purposes and Objectives

The purpose of the Corporation is to support efforts to address ecological issues in the Cornwall Watershed, and North River Watershed, located in Queens County, Prince Edward Island. The Corporation is dedicated to the preservation and improvement of the ecology of the Area. The Corporation shall support efforts:

(a) To protect and enhance the health and aesthetic qualities related to the Watershed Area.

(b) To work towards the conservation (preservation) and enhancement of Hyde Creek and North River watersheds by maintaining diversity of the landscapes and natural habitats.

(c) To foster community interest through involvement in watershed planning and working with residents to sustain the quality and quantity of freshwater available for the benefit of future generations.

(d) To enhance the water quality and health of the watercourses within the Watershed Area.

- (e) To rehabilitate and protect aquatic habitats.
- (f) To improve active living through increased recreational opportunities by involving the community residents, farmers, landowners, and government in collaborative watershed planning and active support for environmental stewardship.
- (g) To increase public awareness about the Watershed Area by using effective communication and educational efforts.
- (h) To acquire by the way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Corporation.
- (i) To sponsor, undertake and encourage such projects, industries, businesses or companies whom are conducive to the attainment of the objectives of the Corporation.
- (j) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Corporation.
- (k) To enter into any agreements with authorities, municipal, federal, provincial or otherwise, as are conducive to the Corporation's objectives and mandate, and attain from such authorities any rights, privileges and concessions and carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- (l) To undertake all acts permitted by law or under the provisions set out in Section 15 of the Companies Act RSPEI 1988, Ch-14, and amendments thereto, as are compatible with the non-profit and charitable nature of the Corporation.
- (m) To raise funds through licensed lotteries and other fund raising activities.
- (n) To cooperate with other organizations, whether incorporated or not, which have similar goals and objectives to those of the Corporation.
- (o) To undertake all such other acts as may be reasonable, necessary or expedient for the attainment of the objectives of the Corporation.
- (p) To have all the rights, powers, franchises and privileges that a private individual does possess or enjoy and which are compatible with the exclusively non profit nature of the Corporation.

(q) To guarantee the indebtedness of other persons, businesses or Corporations, and to pledge the Corporation's assets as security for such guarantees.

(r) To undertake such other acts as are incidental or conducive to the attainment of the above-noted objectives.

2. Activities and Head Office

(a) The activities of the Corporation are to be principally carried out in Prince Edward Island, or a designated meeting place. The head office of the Corporation is 39 Lowther Drive, Cornwall, C0A1H5, Province of Prince Edward Island.

(b) The head office of the Corporation is 39 Lowther Drive, Cornwall, C0A1H5, Province of Prince Edward Island.

3. Membership

(a) The subscribers shall be the first members of the Corporation and regular voting members of the Corporation.

(b) Members in good standing shall consist of persons, and/or corporations, and is open to any person that supports the Purposes and objectives of the business, has paid the requisite fees established by the Board of Directors, and such other members as approved by the Board of Directors in accordance with the Bylaws of the Corporation, and their names, address, phone number, email address and place of employment, shall be entered in the Secretary's Registrar of Members accordingly at the annual general meeting

(c) Membership in good standing shall be conferred on all members upon payment of the Membership Fee, where the Board of Directors has authorized the requirement for such a fee.

(d) Members in good standing shall have voting privileges and each such member shall be entitled to attend and speak at any membership meeting and shall be entitled to one vote at any membership meeting of the Corporation.

(e) Each member in good standing of at least the age of 18 years shall be entitled to hold office.

(f) Membership may be obtained by applying to the Board of Directors and the Board may, in its discretion, refuse any application. No member of the Corporation shall be able to directly benefit financially from the activities of the Corporation.

(h) Any member wishing to withdraw from membership may do so upon notifying the Board in writing, to the Secretary.

(i) Membership in the Corporation shall not be transferable.

(j) Membership in the Corporation shall cease upon the death of a member or if, by notice in writing to the Corporation, the member resigns membership or if the member ceases to qualify for membership in accordance with these bylaws.

(k) Any member may be expelled from the Corporation by a two-thirds vote of the Board, for any cause deemed reasonable including non attendance of three consecutive meetings without extenuating circumstances.

4. Membership Fee

(a) The Board of Directors may establish, and revise thereafter, an annual fee for membership.

(b) Membership Fees, if established by the Board, shall be, unless otherwise revised in accordance with section 4(a) of these By-Laws, set at: \$10.00 for an individual or family and \$40.00 for a corporation or business.

(c) Membership Fees shall be considered as fund-raising monies. Paid members shall be entitled to monthly newsletters, reservation at special events and public acknowledgement of their support.

5. Annual General Meeting of the Membership

(a) The annual general meeting of the Corporation shall be held each year within sixty (60) days of the conclusion of the fiscal year of the Corporation, or such other time as agreed upon by the Board on a day and time determined by the Executive of the Corporation.

(b) Notice of the annual general meeting of the Corporation will be provided by the

Secretary directly to the membership by ordinary mail or email at least seven (7) days in advance of the meeting date. Non-receipt of the notice by any member shall not invalidate the proceedings of any meeting.

(c) Notice of the annual general meeting may be advertised by newspaper at least seven (7) days prior to the meeting.

(d) The business of the annual general meeting shall be:

- i. To confirm the minutes of the last annual general meeting;
- ii. To approve the accounts and other reports of the Corporation;
- iii. To consider and deal with any resolutions of which due notice shall have been given;
- iv. To elect the officers and directors of the Corporation;
- v. To appoint a third party person to review the finances of the Corporation; and
- vi. To consider any other business.

(e) Business may be transacted at any general meeting of the Corporation after giving notice of the meeting as set out herein, and the members present constitute a quorum, which shall be a majority of the members present.

(f) The Chairperson of the Corporation shall preside as Chair at every meeting of the Corporation.

- i. If there is no Chairperson, or if at any meeting the Chairperson is not present at the time of holding the same, the Vice-Chairperson shall preside as Chair.
- ii. If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chair.

(g) In the case of an equality of votes, the Chair shall have an additional vote.

(h) The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

(i) At any general meeting, unless a poll is demanded by a member, a declaration by

the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Corporation shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.

(j) If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Corporation.

(k) Voting shall be by secret ballot only when requested by a member of the Corporation. Annual general meetings are open to any interested person but only members.

(l) Annual general meetings are open to any interested person but only members are entitled to vote.

(m) A majority vote of the members present at the annual general meeting shall bind the Corporation.

(n) At the annual general meeting, or a special meeting of the Corporation motions may be considered to amend the constitution and bylaws of the Corporation.

6. Special Meetings of the Membership

(a) A special meeting may be convened at any time by the Board of Directors or as requested by three (3) members of the Corporation in writing to the Secretary.

(b) Such a request and the convening notification shall specify the business for which the meeting shall have been convened and no other business shall be transacted at such meeting.

(c) Notification to members of a special meeting shall be given to each member appearing as such in the books of the Corporation in the same matter as notice is given for annual meetings.

(d) Quorum for a Special Meeting of the Membership shall be the same as for annual meetings.

(e) Except where otherwise noted in this section, Special Meetings of the Membership shall be in the form as set out herein for the Annual General Meeting.

7. Amending By-Laws and Constitution

(a) At the annual general meeting, or a special meeting of the Corporation, motions to amend the constitution and bylaws of the Corporation may be considered.

(b) Any motion for amendment of the constitution or the bylaws must be delivered to the Secretary of the Corporation at least twenty eight (28) days prior to the meeting at which the vote on the resolution will be held, so that amendments can be reviewed by the Board.

(c) Notice of the proposed constitutional or bylaw changes must be sent to members at least seven (7) days in advance of the meeting at which the changes will be voted upon.

(d) A resolution seeking to amend or repeal any portion of the constitution or bylaws of the Corporation requires a majority vote of the members present at an annual general meeting or special meeting of the Corporation.

8. Board of Directors

(a) The Board shall be comprised of a minimum of three (3) and a maximum of twelve (12) members who shall be over the age of 18, each of whom shall be elected at the annual general meeting or special meeting of the membership of the Corporation.

(b) Nominations for Board members may be made by any member of the Corporation.

(c) The Petitioners for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected at the following annual general meeting. The first directors may re-offer.

(d) Directors shall be nominated for a one (1) year term or until a successor is elected. Directors may serve an unlimited number of terms.

(e) The directors may make rules and regulations for the management of the Corporation and from time to time, amend or re-enact any of the Corporation's rules and regulations, but every such rule and regulation and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at meeting of the Corporation duly called for the purpose, shall only have force until the next annual general meeting of

the Corporation, in default of the annual general meeting as set out herein, it shall cease to have force.

(f) In the event that a director resigns from office or ceases to be a member of the Corporation, whereupon the office shall ipso facto be vacated, the vacancy thereby created may be filled at a special meeting held for that purpose where members shall elect a successor to complete the term of the director he or she succeeds.

(g) Any director may terminate their position by a written request addressed to the Secretary.

(h) The directors shall serve without remuneration.

(i) Any person may be terminated as director by a 2/3 vote of the Board at which time the vacancy thereby created may be filled until the next annual general meeting by the Board from among the members of the Corporation.

(j) Board members missing three (3) consecutive meetings (without just cause) shall no longer be a director.

(k) All Board members must be members of the Corporation and any member of the Corporation in good standing may stand for election to the Board.

(l) All directors shall have an equal right to vote on all matters properly before the Board at any meeting of the Board. A vote on any issue may be taken by signed or electronic documents from all directors.

(m) The Board may appoint committees from within the membership to carry out specific objectives of the Corporation.

(n) The Board shall liaise with government or other bodies who support the purposes and objectives of the Corporation.

(o) The directors are obligated to disclose any interest in an individual or company doing business with the Corporation and no director shall participate in a discussion or vote in respect of a proposed or existing contract or grant between the Corporation and a company of which a Director is a member or shareholder.

9. Meetings of Directors

(a) In addition to the annual general meeting, meetings of the Board shall be held as often as the business of the Corporation may require and no less than once every year. Board meetings shall be called by the Chairperson or Director. At least seven (7) days notice of meetings, specifying the time and place thereof, shall be given either orally or in writing to each director, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board.

(b) No business shall be transacted at any meeting of the Board unless at least fifty percent (50%) in number of the directors are present at the commencement of such business (quorum).

(c) Board meetings shall be closed to enable and allow the directors to complete the business and affairs of the Corporation. The directors may approve the attendance of others at directors' meetings. On the request of a member or members to attend or be present at the directors' meeting, the directors may approve such attendance.

(d) The Chairperson or in the absence of the Chairperson, the Vice-Chairperson, or in the absence of both of them, any director appointed from among those directors present shall preside as Chair at the meetings of the Board.

(e) Motions at Board meetings may be passed by simply majority of those present if a quorum has been met.

10. Powers of Directors

(a) The management of the activities of the Corporation shall be vested in the Board who, in addition to the powers and authorities by these bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not hereby or by statute expressly directed or required to be exercised or done by the Corporation in general meeting.

(b) The Board shall have final approval on all financial commitments.

(c) The Board shall have the power to hire or discharge such employees as may be necessary to carry on the business of the Corporation.

11. Officers

(a) Officers of the Corporation shall be members of the Corporation and directors of the Board.

(b) The Officers of the Corporation shall be determined at the annual general meeting by majority vote and shall be the:

- i. Chairperson;
- ii. Vice-Chairperson;
- iii. Secretary; and
- iv. Treasurer.

(c) The Officers shall be elected for a period of one (1) year and shall be eligible for re-election.

(d) The Officers shall form the Executive of the Board of Directors.

(e) Chairperson.

i. It is the duty of the Chairperson to be at all meetings of the Corporation and of the Directors.

ii. The Chairperson and the Secretary sign all Deeds and documents having to do with the real estate of the Corporation.

iii. The Chairperson shall under the direction of the Directors, name and appoint such committees as are required for carrying out the purpose of the Corporation.

iv. The Chairperson shall perform such other duties as may be required of him as Chairperson of the Corporation by the Board of Directors.

v. In the absence or incapacity of the Chairperson, at any meeting of the Corporation or of the Directors, the Vice-Chairperson, Secretary or Treasurer shall act as Chairperson of such Meeting. They shall have the same power and authority as the regular Chairperson.

vi. At the termination of his/her service, the Chairperson shall deliver the Corporate Seal to the Board of Directors.

(f) The Vice-Chairperson shall preside at all meetings in the absence of the Chairperson

and perform such other duties as required by the Board.

(g) Secretary

i. It is the duty of the Secretary to keep minutes of all meetings of the Corporation and of the Board of Directors.

ii. The Secretary shall give notice of meetings of the Corporation when requested by the Chairperson.

iii. The Secretary shall keep an accurate record showing the name and address of each member of the Corporation.

iv. At the termination of his or her service, the Secretary shall deliver to the Board of Directors all records and books which he or she may have in his/her possession belonging to the Corporation.

(h) Treasurer.

i. The Treasurer shall receive and is the custodian of all monies of the Corporation.

ii. The Treasurer shall disburse monies of the Corporation only upon the order of the Board of Directors, and only with the signatures of two officers, one of whom shall be treasurer.

iii. The Treasurer shall keep an accurate record of all receipts and disbursement received, shall perform such other duties pertaining to the office as shall be required by the Board of Directors, and shall present a financial report at the Annual General Meeting or as otherwise required by the Board.

iv. The treasurer is entitled to an annual honorarium of up to \$1000 as determined and approved by the Board of Directors. The honorarium shall be given to the Treasurer by December 31 of the year or at a time appointed by the Board of Directors.

(i) In case of any vacancy in office of the Chairperson, Vice-Chair Treasurer, the Board of Directors shall appoint a replacement officer from the current Board of Directors to act in that role until the next annual general meeting. In the event there is no Board member able or willing to act as an Officer, the Board of Directors may nominate and appoint an Officer from the membership.

12. Employees

(a) The Board of directors shall have the power to hire or discharge such permanent or part-time employees as may be necessary to carry on the business of the Corporation and shall further have the right to review terms of employment.

(b) A watershed group Executive Director/Coordinator may be hired by the Board. It shall be the duty of the Coordinator, in consultation with and under the direction of the Board to:

- i. Generally administer the office of the Corporation;
- ii. Promote and encourage awareness of the Corporation and its objectives;
- iii. Participate as a member of Corporation committees as required;
- iv. Serve as a secretariat to associate Committees as required; Seek and develop proposals for fund-raising;
- v. Initiate fund-raising activities;
- vii. Explore funding possibilities for project appropriate to the Corporation objectives; and
- vi. Any other duties that might be assigned to him/her by the Board or by Executive.

13. Indemnities to Directors and Others

(a) Every director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and legal representatives shall, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- i. All costs, charges and expenses whatsoever which such Directors, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liabilities;

ii. All other costs, charges, and expenses which he or she may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

(b) No director or Officer for any time being of the Corporation shall be liable for the acts, receipts, neglect or defaults of any other director or Officer or employee of the Corporation or for joining in any receipt or act for the conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any title to any property acquired by order of the Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out of or invested or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person, firm or corporation with whom or with which any monies, securities or effects of the Corporation shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on their part of for any other loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of the perspective office, or trust or in relation thereto. unless the same shall happen by or through his own willful act, neglect or default. Directors may rely upon accuracy of any statement or report prepared by the Corporation's auditors or accountants and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

14. Committees

(a) The Board shall appoint members of the Corporation to such committees of the Corporation as are deemed by the Board to be necessary for the proper and efficient carrying on of the Corporation's business.

(b) The Committees will have authority for projects under their mandate, contingent on final approval by the Board of Directors for financial commitments.

15. Fiscal Year End

The fiscal year end of the Corporation shall be the 31st day of March in each year.

16. Corporate Seal

(a) The custody of the corporate seal shall be with the Chairperson of the Corporation

(b) The corporate seal shall be used to certify documents issued by the Corporation under the signatures of the Chairperson, Secretary, Treasurer, Executive Director, or such other members of the Board who are from time to time authorized by resolution of the Board, to act as signing officers on behalf of the Corporation.

17. Donations and Fundraising

(a) The Corporation may accept donations of money and other property throughout the fiscal year and use the same for the general operation of the Corporation and to further its objectives.

(b) Throughout the fiscal year, the Corporation may undertake such fund-raising activities from time to time as the Board approves. The monies derived there shall be used for the general operation of the Corporation and to further its objectives.

18. Banking

(a) The bank account of the Corporation shall be kept at such bank, trust company or credit union, or other recognized financial institution, as the directors may from time to time determine.

(b) All cheques written on behalf of the Corporation must be signed by two authorized Signatures.

19. Audit of Accounts

(a) A full financial audit will only be necessary at the request of the Board and/or the Canada Revenue Agency.

(b) The Board of Directors shall at any meeting of the directors, appoint a third party person to review the financial matters of the Corporation, up to three months prior to the end of every fiscal year. The Treasurer shall meet prior to each annual meeting with this person and review the financial accounts of the Corporation. The third party person shall prepare a financial report for presentation to the membership of the Corporation at its annual meeting verifying the accounts of the Corporation as presented to the meeting.

(c) The books of the Corporation may be examined by any member of the Corporation upon reasonable notice and arranging a time satisfactory to the Officer(s) having charge of the books.

20. Dissolution

(a)

The Corporation may be dissolved only with the assent given in writing and signed by the Members entitled to cast two-thirds ($2/3$) of the votes. Written notice of a proposal to dissolve setting forth the reasons therefore and the disposition to be made of the assets shall be mailed to every Member at least ninety (90) days in advance of any action taken.

(b)

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations which carry on their work solely within the Area or a nonprofit organization having similar object being bound by similar restrictions.